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WALTER WILHELM LAW GROUP
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Chapter 9 Counsel for Tulare Local Healthcare District, Debtor

IN THE UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA

FRESNO DIVISION

In re

CASE NO. 17-13797

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE REGIONAL
MEDICAL CENTER,

DC No.: WW-94

Chapter 9

Debtor.

Date: May 29, 2019

Time: 9:30 a.m.

Tax ID #: 94-6002897

Place: 2500 Tulare Street

Address: 869 N. Cherry Street
Tulare, CA 93274

Fresno, CA 93721

Courtroom 13

Judge: Honorable René Lastreto II

**EXHIBITS TO MOTION FOR ENTRY OF AN ORDER: (a) APPROVING
SOLICITATION AND TABULATION PROCEDURES AND MATERIALS
AND (b) GRANTING RELATED RELIEF RELATING TO PLAN OF ADJUSTMENT
CONFIRMATION**

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Exhibit	Description	Pages	#Pages
A	Solicitation Cover Letter	1-2	2
B	Proposed Order Approving Disclosure Statement	3-6	4
C	Class 4 Ballots	7-24	18
D	Class 8 Ballot	25-28	4
E	Notice of Hearing on Confirmation	29-31	3
F	Notice of Unimpaired Non-Voting Status	32-34	3
G	Proposed Order	35-37	3

Dated: May 17, 2019

WALTER WILHELM LAW GROUP,
a Professional Corporation

By: 

Riley C. Walter, Attorneys for Debtor,
Tulare Local Healthcare District dba Tulare
Regional Medical Center

WALTER WILHELM L A W G R O U P

_____, 2019

Writer's Contact:
rileywalter@w2lg.com
Direct: 559-490-0949

Re: In re Tulare Local Healthcare District, dba Tulare Regional Medical Center
Chapter 9 Case; USBC for the Eastern District of California; Case No. 17-13797

TO HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN OF ADJUSTMENT:

Tulare Local Healthcare District, dba Tulare Regional Medical Center (the "Debtor") filed a voluntary petition for relief under Chapter 9 of Title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of California (the "Court") on September 30, 2017.

You have received this letter and the enclosed materials because you are entitled to vote on the Chapter 9 Plan of Adjustment (as modified, amended, or supplemented from time to time, the "Plan"). On _____, 2019, the Court entered an Order (the "Disclosure Statement Order"): (a) authorizing the Debtor to solicit acceptances for the Plan; and (b) approving the Disclosure Statement for the Plan of Adjustment (the "Disclosure Statement") as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code. The court previously approved the solicitation materials and documents to be included in the solicitation packages (the "Solicitation Package") and the procedures for soliciting, receiving, and tabulating votes on the Plan.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to Holders of Claims and Interests in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- A. This cover letter;
- B. A copy of the Solicitation and Voting Procedures Order;
- C. A Ballot, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope;
- D. The Order Approving the Disclosure Statement;
- E. The notice of the hearing to consider confirmation of the Plan;
- F. The Disclosure Statement, as approved by the Bankruptcy Court (and exhibits thereto); and
- G. The Plan of Adjustment.

205 East River Park Circle, Suite 410, Fresno, CA 93720
Tel: 559-435-9800 Fax: 559-435-9868
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A Professional Corporation

The Debtor believes that the acceptance of the Plan is in the best interests of its creditors and all other parties in interest. In addition, Major creditors Adventist Health and the City of Tulare have agreed to support the Plan. Moreover, the Debtor believes that any alternative other than Confirmation of the Plan could result in dismissal of this Chapter 9 case and extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) or recoveries on account of Claims asserted in the Chapter 9 case.

THE DEBTOR URGES YOU TO PROPERLY AND TIMELY SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN. BALLOTS MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE AT 4:00 P.M. (PACIFIC STANDARD TIME) ON _____, 2019.¹

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions concerning the solicitation process, however, please contact Nicole A. Medina of Walter Wilhelm Law Group at email nmedina@W2LG.com or by phone (559) 490-0707.

Copies of certain orders, notices, and pleadings, including copies of this letter, the Notice of Hearing on Confirmation, and the Ballots, as well as other information regarding this Chapter 9 case are available for inspection free of charge on the Debtor's website at www.tularelocalhealthcaredistrict.org. You may also obtain copies of any pleadings filed in the Chapter 9 case for fee via PACER at www.caeb.uscourts.gov.

Sincerely,

WALTER WILHELM LAW GROUP,
a Professional Corporation

Riley C. Walter,
Attorneys for Tulare Local Healthcare
District, dba Tulare Regional Medical Center

:Enclosures

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¹ If you are included in Class 8 and filed a Proof of Claim for \$5,000 or less, you are eligible to opt into Class 10 by making the Class 10 election on your Ballot. For additional information, please see the Disclosure Statement.

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4

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E-mail: rileywalter@W2LG.com

Chapter 9 Counsel

IN THE UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA

FRESNO DIVISION

In re

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE
REGIONAL MEDICAL CENTER,

Debtor.

Tax ID #: 94-6002897
Address: 869 N. Cherry Street
Tulare, CA 93274

CASE NO. 17-13797

Chapter 9

DC No. WW-95

**ORDER APPROVING DISCLOSURE
STATEMENT; FIXING TIME FOR
FILING ACCEPTANCE OR REJECTION
OF PLAN AND NOTICE OF
CONFIRMATION HEARING ON
CHAPTER 9 PLAN**

Date: _____, 2019

Time: _____

Place: 2500 Tulare Street
Fresno, CA 93721
Courtroom 13

Judge: Honorable René Lastreto II

At Fresno, in the Eastern District of California.

The Disclosure Statement ("Disclosure Statement"), filed and proposed by Tulare
Local Healthcare District, dba Tulare Regional Medical Center, referring to the Plan of
Adjustment ("the Plan") filed on _____, 2019 as approved at the hearing held

Order (1) Approving Disclosure Statement and (2) Establishing
Confirmation Procedures and Administrative Claim Bar Date

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_____, 2019 at _____, at which time Riley C. Walter appeared for the Debtor.

Other appearances were as is of record.

It having been determined after due and proper notice and a hearing that the Disclosure Statement contain adequate information as required by Section 1125 and all objections having been resolved and good cause appearing,

IT IS HEREBY ORDERED AND NOTICE is hereby given that:

1. The Disclosure Statement is approved.

2. No later than _____, 2019 copies of this Order together with the Solicitation Packages provided for by Order dated _____ as applicable are required to be provided to bondholders, creditors, the Debtor, the U.S. Trustee and parties in interest as provided in FRBP 3017(d).

3. _____, 2019 is fixed as the last day for receipt by the Balloting Agent for Class 4, Epiq Corporate Restructuring, LLC as to holders as of the record date of _____, 2019 and Walter Wilhelm Law Group for Class 8, of signed acceptances or rejections of the Plan. In order for such ballots to be counted, they must be received no later than 4:00 pm Pacific Time on that date at the addresses set forth below:

For Class 4: Beneficial holders should refer to the instructions provided by the Master Ballot Agent before submitting their ballot. Beneficial Holder Ballots sent directly to the Class 4 Ballot Agent that are not pre-validated will not be counted:

Tulare Local Health Care District
c/o Epiq Corporate Restructuring, LLC
Attn: Solicitation Group
777 Third Ave, 12 Floor
New York, NY 10017

Questions may be sent via email to tabulation@epigglobal.com.
Please reference "Tulare" in the subject line.

And

1 **For Class 8:**

2 Walter Wilhelm Law Group
 3 Attn. TRMC Ballots
 205 E. River Park Circle, Ste. 410
 4 Fresno, CA 93720

5 Questions may be sent via email to TRMCBallots@W2LG.com.

6 4. _____, 2019 is fixed as the last day for filing, serving and receipt,
 7 pursuant to FRBP 3020(b)(1), written objections to confirmation of any Plan. Written
 8 objections must be served on and received by the below counsel by 4:00 pm Pacific
 9 Time on that date:

10
 11 Walter Wilhelm Law Group
 Riley C. Walter
 205 E. River Park Circle, Ste. 410
 12 Fresno, CA 93720
 rileywalter@W2LG.com
 13 Attorneys for TRMC

Mintz Levin Cohn Ferris Glovsky and
 Popeo
 Ian Hammel
 One Financial Center
 Boston, MA 02111
 iahammel@mintz.com
 Attorneys for Wilmington Trust

14
 15 Latham & Watkins
 Kimberly Posin
 355 South Grand Avenue, Suite 100
 16 Los Angeles, CA 90071-1560
 kim.posin@lw.com
 17 Attorneys for Adventist Health

Griswold, LaSalle, Cobb, Dowd & Gin
 Mario Zamora
 111 E. Seventh Street
 Hanford, CA 93230
 zamora@griswoldlasalle.com
 Attorneys for City of Tulare

18 Squire Patton Boggs LLP
 19 Karol K. Denniston
 275 Battery St., Ste. 2600
 San Francisco, CA 94111
 20 Karol.denniston@squirepb.com
 21 Attorneys for Syncora Guarantee, Inc.

22 5. A ballot tabulation showing the percentages of acceptances and rejections
 23 for impaired classes, in number and dollar amount shall be filed by the Class 4 Ballot
 24 Agent and Walter Wilhelm Law Group on account of Class 8 no later than close of
 25 business on _____, 2019. A duplicate set of said documents shall be hand
 26 delivered to Chambers by _____, 2019.

27 6. Briefs and evidence in support of Confirmation of the Plan shall be filed
 28 and served on or before _____, 2019.

1 7. Debtor's counsel shall provide a complete copy of all ballots received to
2 any Creditor who makes such a request.

3 8. _____, 2019 at _____ is fixed as the date and time for the
4 hearing on Confirmation of the Plan in the above entitled courtroom in Fresno,
5 California.

6
7 Presented by:

8 WALTER WILHELM LAW GROUP

9
10 By: _____

11 Riley C. Walter, Attorneys for
12 Tulare Local Healthcare District, dba
13 Tulare Regional Medical Center
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21 IT IS SO ORDERED.
22
23

24 Dated: _____

25 _____
26 Honorable René Lastreto II
27 United States Bankruptcy Judge
28

EXHIBIT B - PAGE 6 OF 37

6

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Chapter 9 Counsel for Tulare Local Healthcare District

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re

CASE NO. 17-13797

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE
REGIONAL MEDICAL CENTER,

Chapter 9

Debtor.

Tax ID #: 94-6002897
Address: 869 N. Cherry Street
Tulare, CA 93274

**CLASS 4 BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING
CHAPTER 9 PLAN OF ADJUSTMENT**

BENEFICIAL OWNER BALLOT FOR CLASS 4 BOND CLAIMS

CUSIP NUMBERS 89910RAK8, 89910RAL6, 89910RAM4, 89910RAN2, 89910RAP7,
89910RAQ5, 89910RAR3, 89910RAS1
(the "Revenue Bonds")

The Debtor, Tulare Local Healthcare District, dba Tulare Regional Medical
Center (the "Debtor") is soliciting votes with respect to its Plan of Adjustment, dated
April 30, 2019 (as may be amended from time to time, the "Plan") from the holders of
certain impaired Claims against the Debtor. All capitalized terms used but not defined
herein or in the enclosed voting instructions have the meanings ascribed to such terms
in the Plan and the related solicitation procedures. If you have any questions on how to

Beneficial Ballot for Accepting or Rejecting Chapter 9 Plan of
Adjustment

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cx

1 properly complete this Class 4 Beneficial Owner Ballot, please call Epiq Corporate
2 Restructuring, LLC (the "Class 4 Ballot Agent") at (646)-282-2500 or email your
3 questions to tabulation@epiqglobal.com and reference "Tulare" in the subject line.

4 **This Beneficial Owner Ballot is to be used for voting by beneficial owners**
5 **of Class 4 Revenue Bonds in connection with Class 4 Revenue Bond Claims. In**
6 **order for your vote to be counted, this Class 4 Beneficial Owner Ballot must be**
7 **properly completed, signed, and returned to either the Class 4 Ballot Agent or a**
8 **Master Ballot Agent as more particularly described below so that it is actually**
9 **received no later than [REDACTED], 2019 at 4:00 p.m. (Pacific Time) (the "Voting**
10 **Deadline"), unless such time is extended by the Debtor. CUSIPS for the Class 4**
11 **Revenue entitled to vote are identified on Exhibit A attached hereto.**

12 This Class 4 Beneficial Owner Ballot is solely for purposes of voting to accept or
13 reject the Plan and not for the purpose of allowance or disallowance of, or distribution
14 on account of any Claims.

15 INSTRUCTIONS FOR COMPLETING THE BALLOT

16 This Class 4 Beneficial Owner Ballot is submitted to you to solicit your vote to
17 accept or reject the Plan. The terms of the Plan are described in the Disclosure
18 Statement for Chapter 9 Plan of Adjustment dated April 30, 2019 (as it may be
19 amended, the "Disclosure Statement"), including all exhibits thereto. **PLEASE READ**
20 **THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE**
21 **COMPLETING THIS BALLOT.**

22 The Plan will be accepted by Class 4 if it is accepted by the holders of two-thirds
23 (2/3) in amount and more than one-half (1/2) in number of Claims in Class 4 voting on
24 the Plan. In the event that Class 4 rejects the Plan, the Bankruptcy Court may
25 nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy
26 Court finds that the Plan does not unfairly discriminate against, and accords fair and
27 equitable treatment to, the holders of Claims in Class 4 and otherwise satisfies the
28 requirements of section 1129(b). If the Plan is confirmed by the Bankruptcy Court, all

1 holders of Claims against, and Interests in, the Debtor (including those holders who
2 abstain from voting on or reject the Plan, and those holders who are not entitled to vote
3 on the Plan) will be bound by the confirmed Plan and the transactions contemplated
4 thereunder, whether or not they vote and whether or not they accept the Plan.

5 **To have your vote counted, you must complete, sign, and return this Class**
6 **4 Beneficial Owner Ballot. If you received a return envelope addressed to your**
7 **bank, broker, or other nominee (each of the following, a "Master Ballot Agent"),**
8 **please allow sufficient time for your Master Ballot Agent to process your vote on**
9 **a Master Ballot and return the Master Ballot to the Class 4 Ballot Agent before the**
10 **Voting Deadline. If you received a return envelope addressed to the Class 4**
11 **Ballot Agent, please return your completed Class 4 Beneficial Owner Ballot so**
12 **that it is received by the Class 4 Ballot Agent no later than the Voting Deadline,**
13 **unless such time is extended by the Debtor.**

14 **Class 4 Beneficial Owner Ballots will not be accepted by telecopy,**
15 **facsimile, or other electronic means of transmission.**

16 To properly complete the Class 4 Beneficial Owner Ballot, you must follow the
17 procedures described below:

- 18 a. Make sure that the information contained in Item 1 is correct;
- 19 b. If you hold Revenue Bonds, cast one vote to accept or reject the Plan by
20 checking the appropriate box in Item 2;
- 21 c. Provide the information required by Item 3, if applicable to you;
- 22 d. If you are completing this Class 4 Beneficial Owner Ballot on behalf of
23 another entity, indicate your relationship with such entity and the capacity in which you
24 are signing on the appropriate line in Item 4. By submitting the Class 4 Beneficial
25 Owner Ballot you are certifying that you have authority to so act and agree to provide
26 documents evidencing such authority upon request (e.g., a power of attorney or a
27 certified copy of board resolutions authorizing you to so act);
- 28 e. If you hold Claims in a Class other than Class 4, you may receive more

1 than one Ballot labeled for a different Class. Your vote will be counted in determining
2 acceptance or rejection of the Plan by a particular Class only if you complete, sign, and
3 return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

4 f. If more than one timely, properly completed Class 4 Beneficial Owner
5 Ballot is received, only the Class 4 Beneficial Owner Ballot that bears the latest date will
6 be counted, unless the holder of the Claim receives Bankruptcy Court approval to have
7 the Class 4 Beneficial Owner Ballot that bears the earliest date counted;

8 g. If you believe that you have received the wrong Ballot, please contact the
9 Voting Agent immediately;

10 h. Provide your name, mailing address, and any remaining information
11 requested;

12 i. Sign and date your Class 4 Beneficial Owner Ballot; and

13 j. Return your Class 4 Beneficial Owner Ballot with an original signature
14 using the enclosed, pre-addressed return envelope.

15 **IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT**
16 **RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, (III) DID NOT RECEIVE A**
17 **COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL**
18 **COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE**
19 **CONTACT THE CLASS 4 BALLOT AGENT AT (646)-282-2500 OR EMAIL YOUR**
20 **QUESTIONS TO TABULATION@EPIQGLOBAL.COM AND REFERENCE "TULARE"**
21 **IN THE SUBJECT LINE. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE**
22 **BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL**
23 **NOT, PROVIDE LEGAL ADVICE.**

24 **PLEASE COMPLETE THE FOLLOWING:**

25 **Item 1. Amount.** The undersigned hereby certifies that as of _____, 2019,
26 the undersigned was the beneficial owner (or authorized signatory for a beneficial
27 owner) or the Master Ballot Agent of a beneficial owner of Class 4 Revenue Bonds in
28 the amount reflected in this Item 1. If your Claims are held by a Master Ballot Agent on

your behalf and you do not know the amount of your Claim, please contact your Master Ballot Agent immediately.

Claim Amount: _____
CUSIP(s): _____

Item 2. Vote. The beneficial owner of the Class 4 Revenue Bonds identified in Item 1 above votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan. ☐ **REJECT** (vote AGAINST) the Plan.

Item 3. Certifications and Acknowledgements.

By completing and returning this Class 4 Beneficial Owner Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor that:

(i) it has not submitted any other Beneficial Owner Ballots for other Class 4 Claims held in other accounts or other record names; or

(ii) it has provided the information specified in the following table for all other Class 4 Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan:

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLAIMS IN CLASS
1 ON A BALLOT OTHER THAN THIS BALLOT.

	Name of Beneficial Owner ¹	CUSIP	Account Number (if applicable)	Principal Amount of other Revenue Bonds
1.				
2.				
3.				

To be counted, a Beneficial Owner must vote *all* of its Claims within a Class either to accept or reject the Plan. No split votes will be permitted.

Item 4. Acknowledgments and Certifications. By returning this Beneficial Owner Ballot, the beneficial owner of the Class 4 Revenue Bonds identified in Item 1 above acknowledges that it has been provided with a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Disclosure Statement Order without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the owner of the Revenue Bonds identified in Item 1 above, or (ii) is an authorized signatory for the owner of the Revenue Bonds identified in Item 1 above, and (iii) has full power and authority to vote to accept or reject the Plan.

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¹ List your name if you are the owner of record of such Claim. If the Claim is held in "street name," please list the name of your Master Ballot Agent.

The undersigned further acknowledges that the Debtor's solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Disclosure Statement Order, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

EXHIBIT A

Please check a box below to indicate the Class 4 Revenue Bonds to which this Beneficial Owner Ballot pertains and add the CUSIP No. to Item 1 on page [5].

	BOND DESCRIPTION	CUSIP
<input type="checkbox"/>	4.80% Term Bonds Due November 1, 2017	89910RAK8
<input type="checkbox"/>	4.80% Term Bonds Due November 1, 2018	89910RAL6
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2021	89910RAP7
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2022	89910RAQ5
<input type="checkbox"/>	5.10% Term Bonds Due November 1, 2023	89910RAM4
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2020	89910RAN2
<input type="checkbox"/>	5.10% Term Bonds Due November 1, 2027	89910RAR3
<input type="checkbox"/>	5.20% Term Bonds Due November 1, 2032	89910RAS1

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a Professional Corporation
Riley C. Walter #91839
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Fresno, CA 93720
Telephone: (559) 435-9800
Facsimile: (559) 435-9868
E-mail: rileywalter@W2LG.com

(SPACE BELOW FOR FILING STAMP ONLY)

Chapter 9 Counsel for Tulare Local Healthcare District

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re

CASE NO. 17-13797

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE
REGIONAL MEDICAL CENTER,

Chapter 9

Debtor.

Tax ID #: 94-6002897
Address: 869 N. Cherry Street
Tulare, CA 93274

MASTER BALLOT FOR ACCEPTING OR REJECTING
CHAPTER 9 PLAN OF ADJUSTMENT

MASTER BALLOT FOR CLASS 4 BOND CLAIMS

CUSIP NUMBERS 89910RAK8, 89910RAL6, 89910RAM4, 89910RAN2, 89910RAP7,
89910RAQ5, 89910RAR3, 89910RAS1
(the "Revenue Bonds")

The Debtor is soliciting votes with respect to the Plan of Adjustment dated April 30, 2019 (as may be amended from time to time, the "Plan") from the holders of certain impaired Class 4 Claims against the Debtor. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan and the related solicitation procedures. If you have any questions on how to properly complete this Master Ballot, please call Epiq Corporate Restructuring, LLC (the

"Class 4 Ballot Agent") at (646) 282-2500 or email your questions to tabulation@epiqglobal.com and reference "Tulare" in the subject line.

This Master Ballot is to be used by you, as a broker, bank or other nominee; or as the agent of a broker, bank or other nominee (each of the foregoing, a "Master Ballot Agent"), or as the proxy holder of a Master Ballot Agent or beneficial owner for Class 4 Revenue Bonds, to transmit to the Class 4 Ballot Agent the votes of such beneficial owners in respect of their Class 4 Revenue Bonds to accept or reject the Plan.

This Master Ballot must be properly completed, signed, and returned to the Class 4 Ballot Agent as more particularly described below so that it is actually received no later than _____, 2019 at 4:00 p.m. (Pacific Time) (the "Voting Deadline"), unless such time is extended by the Debtor. CUSIPS for the Class 4 Revenue entitled to vote are identified on Exhibit A attached hereto.

This Master Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of any Claims.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/VOTING AGENT:

To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned to the Voting Agent so that it is actually received no later than the Voting Deadline, unless such time is extended by the Plan Proponents. Master Ballots must be delivered to the Class 4 Ballot Agent at the appropriate address listed below:

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If by U.S. Mail, Hand, or Overnight Mail:

Tulare Local Health Care District
c/o Epiq Corporate Restructuring, LLC
Attn: Solicitation Group
777 Third Ave, 12 Floor
New York, NY 10017

If by E-Mail:
tabulation@epiglobal.com
Subject Line: "Tulare"

Master Ballots will not be accepted by telecopy or facsimile.

HOW TO VOTE:

If you are both the registered owner and the beneficial owner of any principal amount of the Class 4 Revenue Bonds and you wish to vote any Class 4 Revenue Bonds held on account thereof, you may complete, sign, and return to the Voting Agent either an individual Beneficial Owner Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial owners of Class 4 Revenue Bonds other than yourself, you may either:

1. "Prevalidate" the Beneficial Owner Ballot contained in the solicitation materials and then forward the solicitation materials to the beneficial owner of the Class 4 Revenue Bonds for voting within five Business Days after the receipt by such Master Ballot Agent of the solicitation materials, along with clear instructions stating that beneficial owners must return their pre-validated Beneficial Owner Ballots directly to the Class 4 Ballot Agent so that they are actually received by the Class 4 Ballot Agent on or before the Voting Deadline. The beneficial owner will then return the Beneficial Owner Ballot directly to the Class 4 Ballot Agent in the return envelope provided in the solicitation materials. A Master Ballot Agent "prevalidates" a Beneficial Owner Ballot by indicating thereon the record owner of the Class 4 Revenue Bonds voted, their DTC Participant number, the amount of the Class 4 Revenue Bonds held by the beneficial owner, the appropriate account numbers through which the beneficial owner's holdings are derived, and executing the Beneficial Owner Ballot. The beneficial owner shall return the "prevalidated" Beneficial Owner Ballot directly to the Class 4 Ballot Agent;

Master Ballot for Accepting or Rejecting Chapter 9 Plan of Adjustment

-3-

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1 OR

2 2. Within five Business Days after the receipt by such Master Ballot Agent of
3 the solicitation materials, forward the solicitation materials to the beneficial owner of the
4 Class 4 Revenue Bonds for voting along with a return envelope provided by and
5 addressed to the Master Ballot Agent, with the beneficial owner then returning the
6 Beneficial Owner Ballot to the Master Ballot Agent¹. In such case, the Master Ballot
7 Agent will tabulate the votes of its respective beneficial owners on the Master Ballot that
8 has been provided to the Master Ballot Agent separately, in accordance with these
9 instructions, and then return the Master Ballot to the Class 4 Ballot Agent. The Master
10 Ballot Agent should advise the beneficial owners to return their Beneficial Owner Ballots
11 to the Master Ballot Agent by a date calculated by the Master Ballot Agent to allow it to
12 prepare and return the Master Ballot to the Class 4 Ballot Agent so that the Master
13 Ballot is actually received by the Class 4 Ballot Agent by the Voting Deadline.

14 With respect to all Beneficial Owner Ballots returned to you, you must properly
15 complete the Master Ballot, as follows:

- 16 a. Check the appropriate box in item 1 on the Master Ballot;
- 17 b. Provide the information requested in Item 2 of the Master Ballot, as
18 transmitted to you by the beneficial owners of Class 4 Ballot Revenue Bonds. To
19 identify such beneficial owners without disclosing their names, please use the customer
20 account number assigned by you to each such beneficial owner, or if no such customer
21 account number exists, please assign a number to each account (making sure to retain
22 a separate list of each beneficial owner and the assigned number). **IMPORTANT:**
23 **EACH BENEFICIAL OWNER MUST VOTE ALL OF ITS CLASS 4 REVENUE BONDS**
24 **EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE.**
25 **IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE**
26 **CONTACT THE CLASS 4 BALLOT AGENT IMMEDIATELY.** Any Beneficial Owner

27 _____
28 ¹ At the option of the Nominee, Beneficial Owners may relay votes or voting instructions electronically to the Nominee and Nominees may use their customary procedures for obtaining such votes electronically.

1 Ballot that is signed, dated, and timely received, but does not indicate acceptance or
2 rejection of the Plan, or indicates both an acceptance and rejection of the Plan, will not
3 be counted;

4 c. Please note that Item 3 of the Master Ballot requests that you transcribe
5 the information provided by each beneficial owner in Item 3 of each completed
6 Beneficial Owner Ballot relating to other Revenue Bonds voted;

7 d. Review the certification in Item 4 of the Master Ballot;

8 e. Sign and date your Master Ballot and provide the remaining information
9 requested;

10 f. The Master Ballot is not a letter of transmittal and may not be used for any
11 purpose other than to cast votes to accept or reject the Plan. At this time beneficial
12 owners of Class 4 Revenue Bonds should not surrender certificates representing their
13 securities;

14 g. The Debtor will reimburse you for your reasonable, documented and
15 actual costs and expenses incurred by you in forwarding Beneficial Owner Ballots and
16 related materials to beneficial owners of the Class 4 Revenue Bonds. No other fees or
17 remuneration will be payable to the Master Ballot Agent for soliciting votes on the Plan;

18 h. Contact the Class 4 Ballot Agent if you need any additional information;
19 and

20 i. Return your Master Ballot with an original signature using the enclosed,
21 pre-addressed return envelope so that it is received by the Class 4 Ballot Agent before
22 the Voting Deadline. For each completed Beneficial Owner Ballot returned to you,
23 either forward such Ballot (along with your Master Ballot) to the Class 4 Ballot Agent or
24 retain such Ballot in your files for one year from the Voting Deadline.

25 **NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS**
26 **SHALL RENDER YOU OR ANY OTHER ENTITY THE AGENT OF THE DEBTOR OR**
27 **THE CLASS 4 BALLOT AGENT OR AUTHORIZE YOU OR ANY OTHER ENTITY TO**
28 **USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF**

1 THE DEBTOR WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS
2 CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

3 IF YOU (I) HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, (II)
4 DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, (III) DID
5 NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV)
6 NEED ADDITIONAL COPIES OF THE BALLOTS OR OTHER ENCLOSED
7 MATERIALS, PLEASE CONTACT THE CLASS 4 BALLOT AGENT AT (646) 282-
8 2500 OR EMAIL YOUR QUESTIONS TO TABULATION@EPIQGLOBAL.COM AND
9 REFERENCE "TULARE" IN THE SUBJECT LINE. PLEASE DO NOT DIRECT ANY
10 INQUIRIES TO THE BANKRUPTCY COURT. THE CLASS 4 BALLOT AGENT IS
11 NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

12 PLEASE COMPLETE THE FOLLOWING:

13 **Item 1. Certification of Authority to Vote.** The undersigned certifies that as of
14 _____, 2019, the undersigned (please check appropriate box):

15 ☐ Is a broker, bank, or other nominee for the beneficial owners of the principal
16 amount of the Revenue Bonds indicated in Item 2 below, and is the registered holder or
17 the Master Ballot Agent of such securities, or

18 ☐ Is acting under a power of attorney and/or agency (a copy of which will be
19 provided upon request) granted by a broker, bank, or other nominee that is the
20 registered holder or the Master Ballot Agent of the principal amount of Revenue Bonds
21 listed in Item 2 below, or

22 ☐ Has been granted a proxy (an original of which is attached hereto) from a broker,
23 bank, or other nominee, or a beneficial owner, that is the registered holder or the Master
24 Ballot Agent of the principal amount of Revenue Bonds listed in Item 2 below, and
25 accordingly, has full power and authority to vote to accept or reject the Plan, on behalf
26 of the beneficial owners of the Revenue Bonds described in Item 2.

27 **Item 2. Votes on the Plan Cast By Beneficial Owners.** The undersigned certifies
28 that the information provided below (including any information provided on additional

sheets attached hereto) is a true and accurate schedule of the beneficial owners of Revenue Bonds as identified by their respective customer name or account number, that have delivered duly completed and executed Beneficial Owner Ballots to the undersigned. Any Beneficial Owner Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan has not been counted.

(Please complete the information requested below. Attach additional sheets if necessary).

A SEPARATE MASTER BALLOT MUST BE USED FOR EACH CUSIP.

CUSIP VOTED ON THIS MASTER BALLOT _____		
	(CUSIP NO.)	
Your Customer Account Number For Each Beneficial Owner of Voting Class 4 Revenue Bonds	ACCEPT THE PLAN	REJECT THE PLAN
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
Totals:	\$	\$

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the information provided below (including any information on additional sheets attached hereto) is a true and accurate schedule on which the undersigned has transcribed the information, if any, provided in each Beneficial Owner Ballot received from a beneficial owner of Class 4 Revenue Bonds.

(Please complete the information requested below. Attach additional sheets if necessary.)

Your Customer Account Number For Each Beneficial Owner	Information to Be Transcribed from Item 3 of Beneficial Owners' Individual Ballots Regarding Other Ballots Cast				
	Beneficial Owner's Name	Customer Account Number for Other Account(s)	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account(s) (If Applicable)	Principal Amount of Revenue Bonds Giving Rise to Other Revenue Bonds Voted	CUSIP of Class 4 Revenue Bonds Voted
1.					
2.					
3.					
4.					
5.					

Item 4. Additional Certifications. By signing this Master Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

i. that the undersigned has delivered a copy of the Disclosure Statement (together with the rest of the solicitation package) to each beneficial owner whose vote is reflected on this Master Ballot, and that by executing its Beneficial Owner Ballot, such beneficial owner has acknowledged that the solicitation is being made pursuant to the terms and conditions set forth therein;

ii. that the undersigned has received a completed and signed Beneficial Owner Ballot from each beneficial owner listed in Item 2 of the Master Ballot;

iii. that the undersigned is the registered owner of the securities being voted;

iv. that the undersigned has been authorized by each of its beneficial owners to vote on the Plan;

v. that the undersigned has properly disclosed: (a) the number of beneficial owners whose Beneficial Owner Ballots are reflected on this Master Ballot;

(b) the respective amounts of each such beneficial owner's Class 4 Revenue Bonds voted; (c) each such beneficial owner's respective vote concerning the Plan; (d) each such beneficial owner's certification as to its Class 4 Revenue Bonds voted; and (e) the customer account or other identification number for each such beneficial owner; and

vi. that each such beneficial owner has certified to the undersigned that it is eligible to vote on the Plan; and it will maintain the Beneficial Owner Ballots returned by its beneficial owners (whether properly completed or defective) for at least one year after the Voting Deadline and provide copies of such Beneficial Owner Ballots to the Bankruptcy Court or the Debtor, as the case may be, if so ordered.

Name of Master Ballot Agent

Participant Number

Signature

If by Authorized Agent, Name and Title

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

EXHIBIT A

Please check a box below to indicate the Class 4 Revenue Bonds to which this Master Ballot pertains and add the CUSIP No. to Item 2 on page [7].

	BOND DESCRIPTION	CUSIP
<input type="checkbox"/>	4.80% Term Bonds Due November 1, 2017	89910RAK8
<input type="checkbox"/>	4.80% Term Bonds Due November 1, 2018	89910RAL6
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2021	89910RAP7
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2022	89910RAQ5
<input type="checkbox"/>	5.10% Term Bonds Due November 1, 2023	89910RAM4
<input type="checkbox"/>	5.00% Term Bonds Due November 1, 2020	89910RAN2
<input type="checkbox"/>	5.10% Term Bonds Due November 1, 2027	89910RAR3
<input type="checkbox"/>	5.20% Term Bonds Due November 1, 2032	89910RAS1

4

WALTER WILHELM LAW GROUP
a Professional Corporation
Riley C. Walter #91839
205 E. River Park Cir., Ste. 410
Fresno, CA 93720
Telephone: (559) 435-9800
Facsimile: (559) 435-9868
E-mail: rileywalter@W2LG.com

(SPACE BELOW FOR FILING STAMP ONLY)

Chapter 9 Counsel for Tulare Local Healthcare District

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re

CASE NO. 17-13797

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE
REGIONAL MEDICAL CENTER,

Chapter 9

Debtor.

Tax ID #: 94-6002897
Address: 869 N. Cherry Street
Tulare, CA 93274

BALLOT FOR ACCEPTING OR REJECTING
CHAPTER 9 PLAN OF ADJUSTMENT

BALLOT FOR CLASS 8 GENERAL UNSECURED CLAIMS
OR FOR CLASS 10 ELECTION

The Debtor, Tulare Local Healthcare District, dba Tulare Regional Medical Center, (the "Debtor") is soliciting votes with respect to the Plan of Adjustment, dated April 30, 2019 (as may be amended from time to time, the "Plan") from the holders of certain impaired Claims against the Debtor. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan and the related solicitation procedures. If you have any questions on how to properly complete this Ballot, please call Nicole Medina of Walter Wilhelm Law Group (the "Ballot Agent") at (559) 490-0707.

This Ballot is to be used for voting only by holders of Class 8 General Unsecured Claims holders. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Class 8 Ballot Agent so that it is actually

Ballot for Accepting or Rejecting Chapter 9 Plan of Adjustment

-1-

M:\S-U\TRMC\PLEADINGS\WW-94 Motion re
Solicitation\ballot.class 8.general unsecured
claims.051519.nam.docx

1 received no later than [REDACTED], 2019 at 4:00 p.m. (Pacific Time) (the "Voting
2 Deadline"), unless such time is extended by the Debtor.

3 This Ballot is solely for purposes of voting to accept or reject the Plan and not for
4 the purpose of allowance or disallowance of, or distribution on account of any Claims.

5 **INSTRUCTIONS FOR COMPLETING THE BALLOT
6 AND FOR CLASS 10 ELECTION**

7 This Ballot is submitted to you to solicit your vote to accept or reject the Plan.
8 The terms of the Plan are described in the Disclosure Statement for Chapter 9 Plan of
9 Adjustment dated April 30, 2019 (as it may be amended, the "Disclosure Statement"),
10 including all exhibits thereto. PLEASE READ THE PLAN AND THE DISCLOSURE
11 STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.

12 The Plan will be accepted by Class 8 if it is accepted by the holders of two-thirds
13 (2/3) in amount and more than one-half (1/2) in number of Claims in Class 8 voting on
14 the Plan. In the event that Class 8 rejects the Plan, the Bankruptcy Court may
15 nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy
16 Court finds that the Plan does not unfairly discriminate against, and accords fair and
17 equitable treatment to, the holders of Claims in Class 8 and otherwise satisfies the
18 requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the
19 Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtor
20 (including those holders who abstain from voting on or reject the Plan, and those
21 holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan
22 and the transactions contemplated thereunder, whether or not they vote and whether or
23 not they accept the Plan.

24 To have your vote counted, you must complete, sign, and return this Ballot
25 so that it is received by the Ballot Agent at the appropriate address listed below
26 no later than the Voting Deadline, unless such time is extended by the Debtor.
27 Ballots must be delivered to the Ballot Agent at the appropriate address listed
28 below:

If by U.S. Mail, Hand or Overnight
Mail:

Walter Wilhelm Law Group
Attn: Nicole Medina
205 E. River Park Circle, Ste. 410
Fresno, CA 93720

If by E-Mail:
TRMCBallots@W2LG.com

Ballots will not be accepted by telecopy or facsimile.

1 To properly complete the Ballot, you must follow the procedures described
2 below:

- 3 a. Make sure that the information contained in Item 1 is correct;
- 4 b. If you hold a Claim in Class 8, cast one vote to accept or reject the
5 Plan by checking the appropriate box in Item 2;
- 6 c. If you are completing this Ballot on behalf of another entity, indicate
7 your relationship with such entity and the capacity in which you are signing on the
8 appropriate line in Item 3. By submitting the Ballot you are certifying that you have
9 authority to so act and agree to provide documents evidencing such authority upon
10 request (e.g., a power of attorney or a certified copy of board resolutions authorizing
11 you to so act);
- 12 d. If you hold Claims in a Class other than Class 8, you may receive
13 more than one Ballot labeled for a different Class. Your vote will be counted in
14 determining acceptance or rejection of the Plan by a particular Class only if you
15 complete, sign, and return the Ballot labeled for that Class in accordance with the
16 instructions on that Ballot;
- 17 e. If more than one timely, properly completed Ballot is received, only
18 the Ballot that bears the latest date will be counted, unless the holder of the Claim
19 receives Bankruptcy Court approval to have the Ballot that bears the earliest date
20 counted;
- 21 f. If you believe that you have received the wrong Ballot, please
22 contact the Ballot Agent immediately;
- 23 g. Provide your name, mailing address, and any remaining information
24 requested;
- 25 h. Sign and date your Ballot; and
- 26 i. Return your Ballot with an original signature to the Voting Agent.

27 **IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT**
28 **RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, (III) DID NOT RECEIVE A**
COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL
COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE
CONTACT THE BALLOT AGENT AT 1-559-490-0707. THE BALLOT AGENT IS NOT
AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

29 **PLEASE COMPLETE THE FOLLOWING:**

30 **Item 1. Amount of Class 8 Claim.** For purpose of voting to accept or reject the Plan,
31 the undersigned certifies that as of _____, 2019, the undersigned asserts a
32 Class 8 Claim against the Debtor below in the amount set forth below:

Claim Amount: _____

Item 2. Vote on the Plan. The undersigned holder of the Class 8 Claim identified in Item 1 above hereby votes to:

☐ **ACCEPT** (vote FOR) the Plan.

☐ **REJECT** (vote AGAINST) the Plan.

Item 3. Class 10 Election. The undersigned holds or asserts and unsecured claim for \$5,000 or less and by initialing below elects to be included in Class 10 to receive 50% of such claim on or before the Effective Date of the Plan.

Initials

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Disclosure Statement Approval Order; and copies of a letter from the Debtor recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the Class 8 Claim identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtor's solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Disclosure Statement Approval Order, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name of Claimant

Telephone Number

Signature

Email Address

If by Authorized Agent, Name and Title

Date Completed

Street Address

City, State, Zip Code

3
1 WALTER WILHELM LAW GROUP
2 A Professional Corporation
3 Riley C. Walter #91839
4 Michael L. Wilhelm #101495
5 Kathleen D. DeVaney #156444
6 205 East River Park Circle, Ste. 410
7 Fresno, CA 93720
8 Telephone: (559) 435-9800
9 Facsimile: (559) 435-9868
10 E-mail: rileywalter@W2LG.com

Chapter 9 Counsel for Tulare Local Healthcare District

9 IN THE UNITED STATES BANKRUPTCY COURT
10 EASTERN DISTRICT OF CALIFORNIA
11 FRESNO DIVISION

12 In re

13 TULARE LOCAL HEALTHCARE
14 DISTRICT, dba TULARE
15 REGIONAL MEDICAL CENTER,

16 Debtor.

17 Tax ID #: 94-6002897
18 Address: 869 N. Cherry Street
19 Tulare, CA 93274

CASE NO. 17-13797

DC No.: WW-95

Chapter 9

Date:

Time:

Place:

2500 Tulare Street
Fresno, CA 93721
Courtroom 13

Judge: Honorable René Lastreto II

20 NOTICE OF HEARING ON CONFIRMATION OF PLAN OF ADJUSTMENT

21 PLEASE TAKE NOTICE OF THE FOLLOWING:

22 THE PLAN AND DISCLOSURE STATEMENT

23 On [REDACTED], 2019, the Debtor, Tulare Local Healthcare District, dba
24 Tulare Regional Medical Center (the "Debtor") filed a Plan of Adjustment (including all
25 exhibits thereto and as amended, supplemented or otherwise modified from time to
26 time, the "Plan")¹ and a Disclosure Statement for Plan of Adjustment (including all
27 exhibits thereto and as amended, supplemented or otherwise modified from time to

28 ¹ Capitalized terms not defined have the meanings provided in the Plan.

time, the "Disclosure Statement") providing information with respect to the Plan.

By an Order dated [REDACTED], 2019, (the "Disclosure Statement Order"), the Bankruptcy Court approved the Disclosure Statement as containing adequate information within the meaning of Section 1125.

By the Disclosure Statement Order, the Bankruptcy Court established [REDACTED], 2019 at 4:00 p.m. (Pacific Time) (the "Voting Deadline") as the deadline by which ballots accepting or rejecting the Plan must be received. To be counted, original ballots must actually be received on or before the Voting Deadline by Epiq Corporate Restructuring, LLC (the "Class 4 Ballot Agent") as to Class 4 or Walter Wilhelm Law Group as to Class 8 at the following address:

<p>For Class 4:</p> <p>In accordance with the instructions received with the Master Ballot</p>
<p>For Class 8:</p> <p>Walter Wilhelm Law Group 205 E. River Park Circle, Ste. 410 Fresno, CA 93720</p>

On [REDACTED], 2019 at [REDACTED] (Pacific Time), or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable René Lastreto II in the United States Bankruptcy Court for the Eastern District of California, Fresno Division to consider confirmation of the Plan, as the same may be amended or modified (the "Confirmation Hearing").

The Confirmation Hearing may be adjourned from time to time, without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Plan and other applicable law, without further notice, prior to the Confirmation Hearing.

1 Objections, if any, to confirmation of the Plan, including any supporting
2 memoranda, must be in writing, be filed with the Clerk of the Court, United States
3 Bankruptcy Court for the Eastern District of California, Fresno Division, 2500 Tulare
4 Street, Fresno, CA 93721 and served upon Riley C. Walter, Walter Wilhelm Law Group
5 at 205 E. River Park Cir., Ste. 410, Fresno, CA 93720; the U.S. Trustee's Office at 2500
6 Tulare Street, Ste. 1401, Fresno, CA 93710; Ian A. Hammel, Mintz Levin, et. al., One
7 Financial Center, Boston MA, 02111; Kimberly Posin, Latham & Watkins, 355 South
8 Grand Ave., Ste. 100, Los Angeles, CA 90071-1560; Mario Zamora, Griswold LaSalle,
9 Cobb, Dowd & Gin, 111 E. Seventh Street, Hanford, CA 93230; and Karol Denniston,
10 Squire Patton Boggs LLP, 275 Battery St., Ste. 2600, San Francisco, CA 94111 on or
11 before [REDACTED], 2019 at 4:00 p.m. (Pacific Time) (the "Objection Deadline").

12 If you wish to receive copies of the Plan and/or Disclosure Statement, they will be
13 provided, as quickly as practicable, upon request to the Ballot Agent (Walter Wilhelm
14 Law Group) either by email request - with a reference to "Tulare Local Healthcare
15 District" in the subject line - to: nmedina@W2LG.com or by telephone at (559) 490-
16 0707. Copies of the Plan and Disclosure Statement are available online at:

17 <http://www.tularelocalhealthcaredistrict.org>. Copies of the Plan and Disclosure
18 Statement are also on file with the Clerk of the Bankruptcy Court for the Eastern District
19 of California, Fresno Division and may be reviewed during the regular hours of the
20 Bankruptcy Court or online through the Bankruptcy Court's internet website at
21 <https://ecf.caeb.uscourts.gov>.

22 Dated: _____ 2019

WALTER WILHELM LAW GROUP
a Professional Corporation

23
24
25 By: _____
26 Riley C. Walter, Attorneys for Debtor
27 Tulare Local Healthcare District, dba
28 Tulare Regional Medical Center

EXHIBIT E - PAGE 31 OF 37

1 WALTER WILHELM LAW GROUP
A Professional Corporation
2 Riley C. Walter #91839
Michael L. Wilhelm #101495
3 Kathleen D. DeVaney #156444
205 East River Park Circle, Ste. 410
4 Fresno, CA 93720
Telephone: (559) 435-9800
5 Facsimile: (559) 435-9868
E-mail: rileywalter@W2LG.com

6
7 Chapter 9 Counsel for Tulare Local Healthcare District

8 IN THE UNITED STATES BANKRUPTCY COURT

9 EASTERN DISTRICT OF CALIFORNIA

10 FRESNO DIVISION

11 In re

CASE NO. 17-13797

12 TULARE LOCAL HEALTHCARE
13 DISTRICT, dba TULARE
14 REGIONAL MEDICAL CENTER,

DC No.: WW-95

Chapter 9

15 Debtor.

Date:

Time:

Place:

2500 Tulare Street

Fresno, CA 93721

Courtroom 13

Judge:

Honorable René Lastreto II

16 Tax ID #: 94-6002897
17 Address: 869 N. Cherry Street
18 Tulare, CA 93274

19 NOTICE OF UNIMPAIRED NON-VOTING STATUS AND (I) APPROVAL OF
20 DISCLOSURE STATEMENT; (II) HEARING TO CONSIDER CONFIRMATION OF THE
21 PLAN; AND (III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF
THE PLAN

22 PLEASE TAKE NOTICE OF THE FOLLOWING:

23 THE PLAN AND DISCLOSURE STATEMENT

24 On [REDACTED], 2019 the Debtor, Tulare Local Healthcare District, dba
25 Tulare Regional Medical Center (the "Debtor"), filed a Plan of Adjustment (including all
26 exhibits thereto and as amended, supplemented or otherwise modified from time to
27 time, the "Plan")¹ and a Disclosure Statement for Plan of Adjustment (including all

28
¹ Capitalized terms not defined have the meanings provided in the Plan.

1 exhibits thereto and as amended, supplemented or otherwise modified from time to
2 time, the "*Disclosure Statement*") providing information with respect to the Plan.

3 By an Order dated _____, 2019 (the "Disclosure Statement Order"),
4 the Bankruptcy Court approved the Disclosure Statement as containing adequate
5 information within the meaning of Section 1125.

6 On _____, 2019 at _____. (Pacific Time), or as soon thereafter
7 as counsel may be heard, a hearing will be held before the Honorable René Lastreto II
8 in the United States Bankruptcy Court for the Eastern District of California to consider
9 confirmation of the Plan, as the same may be amended or modified (the "Confirmation
10 Hearing").

11 The Confirmation Hearing may be adjourned from time to time, without further
12 notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal
13 Rules of Bankruptcy Procedure, the Plan and other applicable law, without further
14 notice, prior to or as a result of the Confirmation Hearing.

15 You are receiving this Notice because under the terms of the Plan either (a) your
16 Claim(s) are not classified under the Plan pursuant to Section 901 and 1123(a) and
17 therefore you are not entitled to vote on the Plan; or (b) you are a holder of a Claim
18 which is defined in the Plan as being in a Class receiving a one hundred percent (100%)
19 recovery under the Plan, and therefore deemed to have accepted the Plan pursuant to
20 Section 1126(f), and are not entitled to vote to accept or reject the Plan. Accordingly,
21 this Notice is being mailed to you for your information only.

22 If, notwithstanding this notice of your non-voting status, you believe that you may
23 have a Claim against the Debtor that entitles you to vote on the Plan, you should
24 immediately request the appropriate Ballot by contacting Walter Wilhelm Law Group.

25 The Debtor will not automatically provide you with copies of the Plan and/or
26 Disclosure Statement. If you wish to receive copies of the Plan and/or Disclosure
27 Statement, they will be provided, as quickly as practicable, upon request to the Ballot
28 Agent either by email request - with a reference to "TRMC Plan" in the subject line - to:

1 nmedina@W2LG.com or by telephone at (559) 490-0707. Copies of the Plan and
 2 Disclosure Statement are available online at:
 3 <http://www.tularelocalhealthcaredistrict.org>. Copies of the Plan and Disclosure
 4 Statement are also on file with the Clerk of the Bankruptcy Court for the Eastern District
 5 of California and may be reviewed during the regular hours of the Bankruptcy Court or
 6 online through the Bankruptcy Court's internet website at <https://ecf.caeb.uscourts.gov>.

7 Objections, if any, to confirmation of the Plan, including any supporting
 8 memoranda, must be in writing, be filed with the Clerk of the Court, United States
 9 Bankruptcy Court for the Eastern District of California, 2500 Tulare Street, Fresno, CA
 10 93721, and served upon Riley C. Walter, Walter Wilhelm Law Group at 205 E. River
 11 Park Cir., Ste. 410, Fresno, CA 93720; the U.S. Trustee's Office at 2500 Tulare Street,
 12 Ste. 1401, Fresno, CA 93710; Ian A. Hammel, Mintz Levin, et. al., One Financial
 13 Center, Boston MA, 02111; Kimberly Posin, Latham & Watkins, 355 South Grand Ave.,
 14 Ste. 100, Los Angeles, CA 90071-1560; Mario Zamora, Griswold LaSalle, Cobb, Dowd
 15 & Gin, 111 E. Seventh Street, Hanford, CA 93230; and Karol Denniston, Squire Patton
 16 Boggs LLP, 275 Battery St., Ste. 2600, San Francisco, CA 94111 on or before
 17 [REDACTED] 2019 at 4:00 p.m. (Pacific Time) (the "Objection Deadline").

18
 19 Dated: _____, 2019

WALTER WILHELM LAW GROUP
 a Professional Corporation

20
 21
 22 By: _____
 23 Riley C. Walter, Attorneys for Debtor
 24 Tulare Local Healthcare District, dba
 25 Tulare Regional Medical Center
 26
 27
 28

3

WALTER WILHELM LAW GROUP
a Professional Corporation
Riley C. Walter #91839
205 E. River Park Cir., Ste. 410
Fresno, CA 93720
Telephone: (559) 435-9800
Facsimile: (559) 435-9868
E-mail: rileywalter@W2LG.com

(SPACE BELOW FOR FILING STAMP ONLY)

Chapter 9 Counsel for Tulare Local Healthcare District

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re

TULARE LOCAL HEALTHCARE
DISTRICT, dba TULARE
REGIONAL MEDICAL CENTER,

Debtor.

Tax ID #: 94-6002897
Address: 869 N. Cherry Street
Tulare, CA 93274

CASE NO. 17-13797

DC No.: WW-94

Chapter 9

Date: May 29, 2019
Time: 9:30 a.m.
Place: 2500 Tulare Street
Fresno, CA 93721
Courtroom 13
Judge: Honorable René Lastreto II

**ORDER GRANTING MOTION FOR ENTRY OF AN ORDER: (a) APPROVING
SOLICITATION AND TABULATION PROCEDURES AND MATERIALS AND (b)
GRANTING RELATED RELIEF RELATING TO PLAN OF ADJUSTMENT
CONFIRMATION**

At Fresno, in the Eastern District of California:

Upon consideration of the Motion of Tulare Local Healthcare District, dba Tulare Regional Medical Center (the "Debtor"), for Entry of an Order (a) Approving Solicitation and Tabulation Procedures and Materials; and (b) Granting Related Relief Relating to Plan of Adjustment Confirmation (the "Motion"); and after due deliberation and upon the Court's determination that the relief requested in the Motion is in the best interests of

Order Allowing Motion for Entry of an Order Approving
Solicitation Procedures, etc.

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1 the Debtor, creditors, and other parties in interest; and good and sufficient cause
2 appearing therefor;

3 IT IS HEREBY ORDERED THAT:

4 1. The Motion is GRANTED as set forth herein. Capitalized terms not
5 defined in this Order have the meanings specified in the Motion.

6 2. The Solicitation and Tabulation Procedures are hereby approved. Without
7 limitation, Epiq Corporate Restructuring, LLC is hereby approved to serve as the Class
8 4 Ballot Agent. The Class 4 Ballot Agent may inspect, monitor and supervise the
9 solicitation process, inspect and tabulate the Class 4 Ballots, and certify to the Court the
10 results of the Class 4 balloting as provided in the Motion.

11 4. Walter Wilhelm Law Group is appointed as Ballot Agent for Class 8 and
12 shall inspect, monitor and supervise the solicitation process, inspect and tabulate the
13 Class 8 Ballots,¹ and certify to the Court the results of the balloting as to Class 8 as
14 provided in the Motion.

15 5. The solicitation materials and process described in the Motion and
16 attached hereto to this Order as Exhibit A are hereby approved. Without limitation, the
17 Confirmation Hearing Notice, the Non-Voting Notices and the forms of Ballots are
18 approved in all respects.

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28 ¹ Walter Wilhelm Law Group shall also tabulate ballots electing to opt into Class 10.

6. The Debtor is authorized to make non-substantive changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, Non-Voting Notices, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the foregoing documents prior to their distribution.

Presented by:

WALTER WILHELM LAW GROUP

By:

Riley C. Walter, Attorneys for
Tulare Local Healthcare District, dba
Tulare Regional Medical Center

IT IS SO ORDERED.

Dated: _____

Honorable René Lastreto II
United States Bankruptcy Judge